

BYLAWS

Bylaws

National and Regional WOCN Bylaws

Knowledge of the bylaws of the association is critical for leadership team members. The Bylaws are the rules by which the members have agreed to govern themselves, and the leadership team is elected to uphold and follow the bylaws. The national WOCN bylaws are available on the website www.wocn.org. The Southeast Region bylaws are available on the website www.serwocn.org and enclosed in this section for your reference.

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Southeast Region

Wound, Ostomy and Continence Nurses Society

An Association of WOC Nurses

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ARTICLE I – NAME and PURPOSES

Section 1. Name

The name of this not for profit corporation shall be the SOUTHEAST REGION (SER) WOUND, OSTOMY, AND CONTINENCE NURSES SOCIETY (WOCN).

Section 2. Purpose

The purpose of the SER WOCN shall be to foster high standards of practice related to the care, teaching, and rehabilitation of persons requiring the management of wounds, ostomies, and incontinence. It will promote the professional and educational advancement of the WOC/ET nurses and specialty nurses involved in the care of persons with wounds, ostomies, or incontinence; therefore, providing persons in need of these services with the opportunity for optimal care and rehabilitation. SER WOCN participates and collaborates with multidisciplinary organizations.

ARTICLE II - MEMBERSHIP

Section 1 – Requirements for membership in the SER:

- a. All members of the SER must be in good standing with the WOCN.
- b. SER WOCN members will have designated affiliation to the SER through the WOCN.
- c. Regional membership may be achieved during membership renewal and through contact with the National WOCN office.

Section 2 – Classification

- a. *Active Member* - Active membership may be granted to any registered nurse who supports the purposes, mission and goals of the Society. Active Members in good standing are entitled to all the rights and privileges of membership. Active Members may make motions, vote and serve on committees or on the Board of Directors.
- b. *Associate Member* - Associate membership may be granted to any individual working in the field of wound, ostomy, or continence care that supports the purpose, mission and goals of the Society. Associate Members may not make motions, vote, or serve on the Board of Directors. They may serve on committees with approval of the Board of Directors.
- c. *Retired Active Member* - Retired active membership may be granted to any individual who is eligible to be an Active Member and who is permanently retired from employment but continues to support the

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- purpose, mission and goals of the Society. Retired Active Members have the right to make motions, vote, and serve on committees and on the Board of Directors.
- d. *Retired Associate Member* - Retired associate membership may be granted to any individual who is eligible to be an Associate Member and who is permanently retired from employment. Retired Associate Members may not make motions, vote, or serve on the Board of Directors. Retired Associate Members may serve on committees with approval from the Board of Directors.
 - e. *Honorary Member* - Honorary membership may be granted to any individual who meets the criteria established by the Board of Directors. Honorary Members may not make motions, vote, or serve on committees or on the Board of Directors.
 - f. *Honorary Life Member* - Honorary life membership shall be granted solely to the twelve (12) founders of the Society and to the past presidents of the Society. Honorary Life Members may make motions, vote and serve on committees and on the Board of Directors.
 - g. *Student Nurse Member* - Student nurse membership may be granted to any individual who is a full-time student to become a registered nurse (this shall include those individuals pursuing an Associate Degree or Bachelor of Science Degree, enrolled in a Diploma Program or attending a WOCN accredited educational program). Student Members may not make motions, vote or serve on the Board of Directors. They may serve on a committee with approval from the Board of Directors.
 - h. *Corporate Members* - Corporate membership may be granted to any health related corporation or organization that supports the mission and goals of the Society. Corporate Members may not make motions, vote, or serve on a committee or on the Board of Directors.

Section 3 - Application for Membership

All applicants shall complete the application form provided by the society and submit the application with the designated fee to the National office of the WOCN.

Section 4 - Ethics and Discipline

- a. Grounds for discipline: A member may be disciplined for any of the following reasons:
 - 1. failure to comply with these Bylaws; the principles and ethics of the Society; or any other policies, rules or regulations of the Society;
 - 2. limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice nursing;
 - 3. unauthorized use of the Society's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and
 - 4. immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of; or inconsistent with the purposes of the Society.
- b. Procedures: Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Board of Directors, provided that a statement of charges be mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be

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taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

ARTICLE III - MEETINGS

Section 1 - Time and Place

- a. An Annual Meeting of the membership shall be held each fall at such time and place as shall be determined by the SER Board of Directors. Each member shall be notified thereof by written notice at least three (3) months prior to the date selected. The Annual Meeting shall be conducted in conjunction with the SER Annual Conference. SER Annual Conference shall rotate among the states of the SER.
- b. The semi-annual meeting of the SER WOCN shall be conducted at the WOCN National Conference.
- c. At these meetings a discussion of issues will be held in a facilitated form by the SER Board of Directors and the membership.

Section 2 - Membership Vote

All motions before a membership meeting shall require a majority vote of members present and voting. Each active member shall have one (1) vote. No vote shall be cast by proxy.

Section 3 - Membership Special Meetings

Special meetings of the membership of the SER may be called upon the written request of two thirds (2/3) of the members of the SER Board of Directors or upon the written request of twenty-five percent (25%) of the membership entitled to vote; said request to state the exact purpose or purposes of such meeting. The time and place of such special meeting of the membership shall be determined by the President and shall be fixed not later than ninety (90) days prior to the date of such meeting. Each member shall be given written notice of the time, place and purpose of such meeting, at least sixty (60) days prior to the date fixed.

Section 4 - Quorum

A quorum for a membership meeting shall require the presence of at least 30 Active Members in attendance at said meeting.

ARTICLE IV - SER OFFICERS AND DIRECTORS DUTIES/TERMS

Section 1 - Elected Officers

The elected officers of the SER WOCN shall be: President, President-Elect, Secretary, and Treasurer. No person may hold more than one office at the same time. Elected officers shall hold office for two (2) years, or until a successor takes office, or until removed by resignation, death, or action of the SER Board of Directors. Any member serving on the SER Board of Directors will act on behalf of the SER WOCN and in the best interest of the society.

Section 2 - Elected Directors

The four (4) elected Directors of the SER WOCN shall be elected at Large. No person may hold more than one office at the same time. Elected Directors shall hold office for two (2) years, or until a successor takes

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office, or until removed by resignation, death, or action of the SER Board of Directors. Any member serving on the SER Board of Directors will act on behalf of the SER WOCN and in the best interest of the society.

Section 3 - Qualification for Officers

An Active Member of SER WOCN in good standing shall be eligible for nomination and election to any elected office of this society, provided the person has been a SER WOCN member for one (1) year immediately prior to election.

Section 4 – Qualifications for Directors

An Active Member of SER WOCN in good standing shall be eligible for nomination and election to Director position of this Society, provided the person has been a SER WOCN member for one (1) year immediately prior to election.

Section 5 - Order of Election

The President, President-Elect, Director of Awards and Director of Communication shall be elected in the even-numbered years. The Secretary, Treasurer, Director of Special Projects and Director of Conference Planning shall be elected in odd-numbered years.

Section 6 - Term

Each officer and Director shall be elected for a term of two (2) years, and no one shall be elected to the same office for more than two (2) consecutive terms, with the exception of the President and the President-Elect. The President and President-Elect shall serve one term each with the President-Elect succeeding the President. The term shall commence January of the following year.

Section 7 - Vacancy

- a. If any position becomes vacant, the SER Board shall appoint a qualified person to fill such vacancy until the next election.
- b. For purposes of eligibility for election, a person appointed to fill a vacancy of more than one year shall be deemed to have served a full term.

Section 8 - Removal

Any officer may be removed from office by appropriate resolution approved by two thirds (2/3) of the SER Board of Directors. Such removal may be voted only upon written charges against said person filed with the Secretary. The Secretary shall forthwith mail, by certified mail, a copy of such charges to such officer, and such officer shall have twenty (20) days to respond to such charges before any action shall be taken thereon.

Section 9 - President's Duties

- a. The President shall serve as the chief executive officer of the SER WOCN. The President shall also serve as a member ex-officio, with the right to vote on all committees except the Nominations Committee. The President shall make all required appointments of standing committee chairpersons and special committees with the approval of the SER Board of Directors. The President shall perform such other duties as are necessary to the office of president or as may be described by the SER Board of Directors. The President shall serve one year as a nonvoting member of the SER Board of Directors upon completion of the term of office.
- b. Together with the Treasurer, the President shall approve all checks or drafts of the SER.
- c. The President shall appoint a parliamentarian.

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- d. By virtue of office, the President shall be chairman of and preside at all meetings of the SER Board of Directors.

Section 10 – President-Elect's Duties

The President-Elect shall perform the duties of the President in the absence or incapacity of the President. The President-Elect shall succeed to the office of the President in the event it shall become vacant. The President-Elect shall perform such duties as may be delegated by the President or the SER Board of Directors. The President-Elect shall serve as the SER liaison to the WOCN Public Policy Subcommittee. The President-Elect shall be responsible for maintaining the bylaws and the policy/procedure manual.

Section 11 - Secretary's Duties

The Secretary shall keep the minutes of all meetings and record decisions of the SER Board of Directors, review minutes and assure distribution to the SER Board of Directors and membership. The Secretary shall communicate with the SER Board of Directors regarding execution of other secretarial duties. The Secretary shall serve as membership chairperson and shall oversee all membership records.

Section 12 - Treasurer's Duties

The Treasurer shall be responsible for the oversight of all SER WOCN transactions and reporting. The Treasurer shall be responsible for dispersing SER funds as approved by the President of the SER WOCN. The Treasurer shall be responsible for investing SER funds as directed by action of the SER Board of Directors. The Treasurer shall provide a written report on the financial condition of the SER at all meetings of the SER Board of Directors and at other times when called upon by the President. The Treasurer's records shall be reviewed by an independent accountant or accounting firm approved by the SER Board of Directors whenever a Treasurer leaves office and as requested by the board.

In addition, the Treasurer shall:

- a. keep accurate records of all SER financial transactions.
- b. exercise all duties incident to the office of Treasurer;
- c. be bonded in an amount established by the SER Board of Directors,
- d. continue to function as Treasurer, collaboratively working with newly elected Treasurer, through the end of the fiscal year and to the point where the records are provided to the accountant for review.

Section 13 - SER Director Duties

The four (4) Directors shall be; Director of Awards, Director of Communications, Director of Special Projects and Director of Conference Planning. The four (4) Directors are voting members of the SER Board of Directors. Duties of each office will be established by the Board of Directors and located in the Reference Manual. The Directors shall evaluate membership interests and develop strategic plans for the SER. The Directors facilitate communication between the members of the region and the WOCN Council as well as the SER leadership.

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ARTICLE VI - BOARD OF DIRECTORS - SER

Section 1 - Composition

The Board of Directors shall consist of the elected officers and the four (4) elected Directors. The immediate past president shall serve as a non-voting advisor to the Board of Directors for one year following the election of a new President.

Section 2 - Powers

The Board of Directors shall have general control of the business affairs of the SER. The Board shall only act in the name of the SER when it is convened. Without limitations upon its general powers, the Board of Directors shall specifically:

- a. Establish administrative policy and procedure
- b. Accept bids and award contracts
- c. Create special and advisory committees as deemed necessary

Section 3 - Meetings

Regular meetings of the Board of Directors shall be held two times (2) a year and as the board may designate.

Section 4 - Voting

Each Director shall have one vote and such voting may not be done by proxy.

Section 5 - Rules

The Board of Directors shall make such rules and regulations governing its meetings as it may determine necessary.

Section 6 - Quorum

The presence of a majority of the Directors shall constitute a quorum, and a vote of the majority of such quorum shall be the decision of the Board of Directors.

Article VI – LEADERSHIP TEAM

Section 1 – Composition

The SER Leadership Team shall consist of the President, President-Elect, Secretary, Treasurer, four (4) Directors

Section 2 – Duties

The Leadership Team shall provide direction and strategic planning for the SER.

Section 3 – Quorum

A quorum shall consist of two-thirds (2/3) of the voting membership during Leadership Team meetings.

Section 4 – Meetings

The Leadership Team shall meet at least once per year at the annual meeting. Additional meetings shall be scheduled as necessary.

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ARTICLE VII - COMMITTEES

Section 1 - Appointment

All committees and chairpersons, except the Nominating Committee, shall be appointed by the President. Each committee shall ideally consist of a chairperson and at least two members.

Section 2 - Membership Qualifications

All committee members shall be active members in good standing of the Southeast Region and the WOCN.

Section 3- Term

The term of a Committee Chairperson shall be two (2) years with no more than two (2) consecutive terms.

Section 4 – Standing Committees

The standing committees shall be as follows:

- a. Conference Planning
- b. Nominations

Nominations Committee

Nominations Committee shall be elected by the membership at the annual membership meeting in the odd-numbered year. The Committee shall consist of six members. Every effort should be made to solicit at least one nominee from each state in the SER. The Board of Directors will select a chairperson from the elected members serving on the committee. Each member of the committee shall be an active member of the Southeast Region for at least one year prior to the election. If a Nominations Committee member is nominated to office, the candidate must immediately resign from the Nominations committee. The Board of Directors shall appoint a qualified SER member to fill the vacancy until the next election.

Conference Planning Committee

The Committee is formed for the purpose of planning the conference in the respective state on a rotational basis. The Committee Chair is appointed by the President. The Conference Planning Chair, the Director of Conference Planning, the President and the association management company will work together to determine a site for the meeting and recruiting committee members as needed. The Board liaison, the Conference Planning Director, will assist in facilitating the planning process. Committee responsibilities include, but are not limited to; program planning, negotiation of the speaker honoraria, entertainment, social activity, and conference schedule.

Section 5 – Additional Committees

Additional committees may be established by the Board of Directors as deemed necessary to complete the business of the association.

Section 6 – Reporting

All committees report to the Board of Directors. Committee chairpersons must submit budget requests and receive approval prior to committing expenditure of funds. All financial reports of committee expenses must be reported to the Treasurer and President.

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ARTICLE VIII - Elections

Section 1 - Time and Place

- a. Election of officers and Directors shall take place by way of on-line voting through the web site: SERWOCN.org prior to the annual membership meeting of the Southeast Region. The procedure for this will be outlined in the Policy and Procedure Manual Election shall be solely from those persons nominated, as set forth in these bylaws.

Section 2 - Voting Qualifications

Only eligible SER members in good standing shall be entitled to vote, and no vote may be cast by proxy.

Section 3 - Elections of Officers

The offices of President, President-Elect, Secretary, and Treasurer shall be voted upon singly in above order. Nominations shall remain open until preceding office has been voted upon. The person receiving the majority of the votes for the office shall be declared elected to such office. A tie vote shall be decided by a ballot revote during the annual conference and, if necessary, by casting a lot.

Section 4 - Election of Directors

After the election of officers, two Directors shall be elected in even-numbered years, and two Directors shall be elected in odd-numbered years.

ARTICLE IX - FINANCE

Section 1 - Fiscal Year Dates

The fiscal year of the Southeast Region shall be from January 1 through December 31.

Section 2-Dissolution

Upon the dissolution or termination of activity of the Southeast Region, all funds in the regional treasury and all regional records shall be returned to the Treasurer and Secretary of the WOCN after the payment of legal debts and obligations.

ARTICLE X - PARLIAMENTARY AUTHORITY

The latest edition of *Roberts' Rules of Order, Newly Revised* shall govern in all cases not covered by these bylaws.

ARTICLE XI - AMENDMENTS

The bylaws may be altered, amended, added to, or repealed at an annual membership meeting by the affirmative vote of not less than two thirds (2/3) of the membership present or by a 10% affirmative vote of the voting membership using the on-line procedure.

Amendments approved February 26, 1977

Amendments approved February 4, 1978

Amendments approved March 11, 1979

Amendments approved June 1981

Amendments approved September 1982

Amendments approved June 1983

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Amendments approved June 1985
Amendments approved October 1986
Amendments approved June 1988
Amendments approved June 1991
Amendments approved October 1993
Amendments approved October 1998
Amendments approved September, 2001
Amendments approved September, 2005
Amendments approved September, 2009
Amendments approved September, 2010
Amendments approved September, 2012
Amendments approved September, 2013